

ITEL

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

June 11, 1985

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 14165 FILE 1425

JUL 23 1985 - 1 25 PM

No. AA 5-204A132
JUL 23 1985

Date 20.02

Fee \$ 20.02

INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

Dear Mr. Bayne:

On behalf of Itel Rail Corporation, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed four executed counterparts of the following document:

Supplement No. 21 to the Consolidated, Amended and Restated Equipment Trust Agreement Dated as of January 1, 1982.

this one should be 14165-AA

Please record this document under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among Itel Corporation, Itel Rail Corporation and First Security Bank of Utah, N.A. which was recorded with the I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Lease Agreement dated September 23, 1983 between Itel Rail Corporation and McCloud River Railroad which was filed with the I.C.C. on February 8, 1985 and given Recordation No. 14569. (Cross index)

The names and addresses of the parties to the aforementioned Supplement are:

1. Itel Corporation
55 Francisco Street
San Francisco, California 94133
2. Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133
3. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

The equipment covered by this Supplement is fifteen (15) boxcars bearing reporting marks MR 7025-7039.

JUL 23 1 17 PM '85
MOTOR OPERATING UNIT
THE SECRETARY OF
THE ICC

Consolidated Bayne & Bayne

Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

Once the filing has been made, please return to the bearer the stamped counterparts of the documents not required for filing purposes, together with the fee receipt and the letter from the I.C.C. acknowledging the filings.

Very truly yours,



Denise M. Bottarini
Legal Assistant

/vdv
encl.

cc: Howard Chabner
Robert Clark
J. Michael Kelly
Virginia Hanger

Interstate Commerce Commission
Washington, D.C. 20423

7/23/85

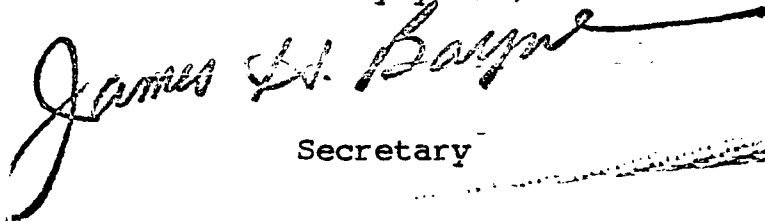
OFFICE OF THE SECRETARY

Denise M. Bottarini
Legal Assistant
Ite! Rail Corporation
55 Francisco
San Francisco-Calif. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/23/85 at 1:25pm and assigned re-recording number(s). 14165-AA & 14165-BB

Sincerely yours,


Secretary

Enclosure(s)

06/03/85

RECORDATION NO. 14165AA
FILED 1425JUL 23 1985 - 25 PM
INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 21 TO THE CONSOLIDATED
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 21, dated May 30, 1985, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION ("Itel")** and **ITEL RAIL CORPORATION**, a Delaware corporation ("Itel Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of March 15, 1977, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on April 14, 1977 ("1977 Series 2 Equipment Trust") and given recordation number 8781; and

WHEREAS, the 1977 Series 2 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Itel Rail and the **CITY OF PRINEVILLE RAILWAY CORPORATION ("COP")** are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of April 26, 1977 (such Lease, together with any amendments or supplements thereto, called the "COP Lease"), pursuant to which Itel Rail leased to COP certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from within the series COP 7004 through and including COP 7200. Subsequently one unit of Trust Equipment bearing reporting mark COP 7066 was destroyed; and

WHEREAS, pursuant to a Settlement Agreement dated October 6, 1982, the COP Lease was terminated with respect to certain Equipment including fifteen (15) units of Trust Equipment bearing reporting marks COP 7014, COP 7031, COP 7039, COP 7045, COP 7054, COP 7063, COP 7084, COP 7118, COP 7121, COP 7158, COP 7161, COP 7170, COP 7172, COP 7187 and COP 7189 ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these fifteen (15) units of Terminated Trust Equipment to the **McCLOUD RIVER RAILROAD COMPANY ("MR")** by means of Lease dated September 23, 1983; and

WHEREAS, Itel Rail has changed the reporting marks of these fifteen (15) units of Terminated Trust Equipment from the previous COP reporting marks to the current MR reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require ITEL Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1.C. of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous fifteen (15) COP reporting marks have been changed and remarked with the current fifteen (15) MR reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedule 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

(Seal)

Attest:

Mrs. Burro
Secretary

ITEL CORPORATION

By: JED Dittin

(Seal)

Attest:

Edward S. Chabon
Assistant Secretary

ITEL RAIL CORPORATION

By: DD Hayes

(Seal)

Attest:

Val F. Oute
Authorized Officer

FIRST SECURITY BANK OF UTAH, N.A.

By: Ken M. Brown
Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous COP Reporting Marks</u>	<u>Current MR Reporting Marks</u>
15	COP 7014	MR 7025
	7031	7026
	7039	7027
	7045	7028
	7054	7029
	7063	7030
	7084	7031
	7118	7032
	7121	7033
	7158	7034
	7161	7035
	7170	7036
	7172	7037
	7187	7038
	7189	7039

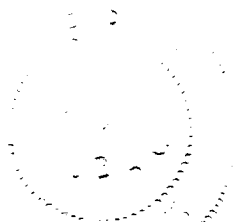
ITEL RAIL CORPORATION

By: _____

Authorized Officer

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

On this 19th day of July, 1985, before me personally appeared Kerrie M. Roach, to me personally known, who being by me duly sworn says that such person is an authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed on behalf of said national banking association signed by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



David B. Smith
Notary Public

My commission expires:

10-16-88